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RECORDATION NO. 25134-C FILED

FEB 22 '06 11:07 AM

SURFACE TRANSPORTATION BOARD

February 22, 2006

Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

Dear Sir:

Enclosed for recording with the Surface Transportation Board is an Amendment to Memorandum of Railroad Equipment Lease Agreement dated 1/17/06 including the following parties:

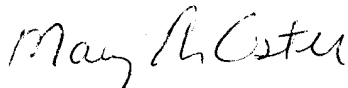
Lessor: Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue
Minneapolis, MN 55402

Lessee: Marathon Petroleum Company LLC
(formerly known as Marathon Ashland Petroleum LLC)
539 S. Main
Findlay, OH 45840

Please file this agreement as a secondary document to STB Recordation #25134. The filing fee of \$33 is enclosed. Thank you.

Summary: Amendment to Memorandum of Railroad Equipment Lease Agreement 1/17/06 between Wells Fargo Equipment Finance, Inc. as Lessor and Marathon Petroleum Company LLC (formerly known as Marathon Ashland Petroleum LLC) as Lessee, secondary agreement to STB Recordation #25134.

Sincerely,



Mary Ann Oster
Research Consultant

Enclosures


RECORDATION NO. 25134-C FILED

FEB 22 '06 11:07 AM

SURFACE TRANSPORTATION BOARD

AMENDMENT TO RECORDATION NUMBER 25134 FILED AUGUST 11, 2004
OF MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT

THIS AMENDMENT OF MEMORANDUM OF RAILROAD EQUIPMENT LEASE AGREEMENT (this "Memorandum") is made this 17th day of January, 2006, by and between Marathon Petroleum Company LLC a Delaware limited liability company ("Lessee"), and WELLS FARGO EQUIPMENT FINANCE, INC, a Minnesota Corporation ("Lessor").

- A. Lessee and Lessor hereby agree to amend the legal name of Lessee under Recordation Number 25134 filed August 11, 2004 from Marathon Ashland Petroleum LLC to Marathon Petroleum Company LLC. 

with the Surface Transportation Board

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written.

MARATHON PETROLEUM COMPANY LLC

WELLS FARGO EQUIPMENT FINANCE, INC.

By: 

By: 

Its: TREASURER

Its: AVP



STATE OF Ohio
COUNTY OF Hancock

On this 9th day of February, 2006, before me, a Notary Public of the City and State aforesaid, personally appeared R. B. YOUNG, to me personally known, who being by me duly sworn, says that he is the TREASURER of Marathon Petroleum Company LLC, a Delaware limited liability company, the foregoing instrument was signed on behalf of said company by authority of its Board of Managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

AS WITNESS my hand and notarial seal.

Paula M. Leonard
Notary Public

My commission expires:

PAULA M. LEONARD
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES JULY 1, 2008

STATE OF Minnesota
COUNTY OF Hennepin

On this 8th day of February, 2006, before me a Notary Public of the City and State aforesaid, personally appeared Linda M. Seterstad, to me personally known who being by me duly sworn, says that (he/she) is a AVP of Wells Fargo Equipment Finance, Inc., that foregoing instrument is/was signed on behalf of said corporation by authority of its Board of Directors, and (he/she) acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

(Seal)

Janice L. Leitschuh
Notary Public

My commission expires: 1/31/10

